

02-20-2001

0506

U.S. DEPARTMENT OF COMMERCE

COVER SHEET
ONLY

Patent and Trademark Office



101614799

To the Honorable Commissioner

1. Name of Party(ies) conveying:

RADIO ONE, INC.

is attached original document or copy thereof.

2. Name and Address of Party(ies) receiving an interest:

BANK OF AMERICA, N.A.
901 Main Street, 64th Floor
Dallas, Texas 75202☐ Individual(s)☐ General Partnership☒ Corporation - Delaware☐ Other☐ Association☐ Limited Partnership☐ Individual☐ General Partnership☐ Corporation☒ Other - Banking Association☐ Citizenship☐ Association☐ Limited Partnership

3. Interest Conveyed:

☐ Assignment☒ Security Agreement☐ Other☐ Change of Name☐ Merger

If not domiciled in the United States, a domestic representative designation is attached:

☐ Yes☐ No

Effective Date: July 17, 2000

4. Application number(s) or registration number(s). Additional sheet attached?

Yes

X

No

A. Trademark Application No.(s) 75/563,589

B. Trademark Registration No.(s) 1,862,851; 1,864,029; 1,864,030;
1,865,021; 1,893,355; 1,910,899; 1,915,547; 1,920,227; 1,946,654;
2,005,368; 2,009,022; 2,052,412; 2,100,581; 2,338,598; 2,354,678

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Christian Brose, Esq.
Baker Borts L.L.P.

Street Address: 2001 Ross Avenue

City: Dallas

State: Texas

Zip: 75201

6. Number of applications and registrations involved: 16

7. Amount of fee enclosed or authorized to be charged: \$415.00

8. Deposit account number (Attach duplicate copy of this form if paying by deposit account):

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

B. K. Drinkwater
Name of Person Signing

Signature

February 8, 2001

Date

Total number of pages including cover sheet 7

415E

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information:
Commissioner of Patent and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-0011), Washington, D.C. 20503.

10-12-2000

9.1500

L

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office1 COVER SHEET
S ONLY

To the Honorable Commis

101485949

The attached original document or copy thereof.

1. Name of Party(ies) conveying an interest:

RADIO ONE, INC.

2. Name and Address of Party(ies) receiving an interest:

BANK OF AMERICA, N.A.

☐ Individual(s)☐ Association☐ General Partnership☐ Limited Partnership☒ Corporation - Delaware☐ Other☐ Individual☐ Association☐ General Partnership☐ Limited Partnership☐ Corporation☒ Other - Banking Association☐ Citizenship

3. Interest Conveyed:

☐ Assignment☐ Change of Name☒ Security Agreement☐ Merger☐ OtherIf not domiciled in the United States, a domestic
representative designation is attached:☐ Yes☐ No

Effective Date: July 17, 2000

4. Application number(s) or registration number(s). Additional sheet attached?

Yes

X

No

A. Trademark Application No.(s) 75/563,589B. Trademark Registration No.(s) 1,862,851; 1,864,029; 1,864,030;
1,865,021; 1,893,355; 1,910,899; 1,915,547; 1,920,227; 1,946,654;
2,005,368; 2,009,022; 2,052,412; 2,100,581; 2,338,598; 2,354,6785. Name and address of party to whom correspondence concerning
document should be mailed:Name: Christian Brose, Esq.
Baker Botts L.L.P.

Street Address: 2001 Ross Avenue

City: Dallas

State: Texas Zip: 75201

6. Number of applications and registrations involved: 16

7. Amount of fee enclosed or authorized to be charged: \$415.00

8. Deposit account number (Attach duplicate copy of this form if
paying by deposit account):

DO NOT USE THIS SPACE

09-15-2000

U.S. Patent & TMO/TM Mail Rpt Dt. #01

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original
document.

B. K. Drinkwater

Name of Person Signing

Signature

September 13, 2000

Date

Total number of pages including cover sheet 6

OMB No. 0651-0011 (exp.4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information:

Commissioner of Patent and Trademarks
Box Assignments
Washington, D.C. 20231Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send
comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-0011), Washington,
D.C. 20503.

10/11/2000 MTHAI1 00000130 75563589

01 FC:481
02 FC:482
DAL0155576.140.00 OP
375.00 UPTRADEMARK
REEL: 002237 FRAME: 0532

NOTICE OF SECURITY INTEREST IN U.S. TRADEMARKS

United States Trademark Office:

Please be advised that pursuant to an Amended and Restated Intellectual Property Security Agreement and Assignment (the "Security Agreement") dated as of July 17, 2000, by Radio One, Inc., a Delaware corporation ("Grantor") for the benefit of Bank of America, N.A., as Administrative Agent for the benefit of itself and the other Lenders from time to time parties to the related Second Amended and Restated Credit Agreement dated as of even date therewith ("Secured Party"), Grantor has granted to Secured Party a continuing security interest in, and a continuing lien upon, all of the trademarks and trademark applications described below:

<u>Trademark</u> <u>Registration Number</u>	<u>Trademarks</u> <u>Description of</u> <u>Trademark</u>	<u>Date of</u> <u>Registration</u>
--	--	---------------------------------------

[See Schedule 1 Attached Hereto]

Trademark Applications

<u>Trademark Application</u> <u>Serial Number</u>	<u>Description of</u> <u>Trademark</u>	<u>Date of Filing</u>
--	---	-----------------------

[See Schedule 1 Attached Hereto]

Secured Party's security interest in the described trademark and trademark applications can be terminated only in accordance with the terms of the Security Agreement.

Very truly yours,

RADIO ONE, INC.

City/County of Prince Georges
State of Maryland
Sworn to and subscribed before me this 17th
day of July 2000 By: _____
Witness my hand and official seal. _____
Notary Public

ALG
Alfred C. Liggins,
President

Acknowledged by:

[Signature]
My Comm. Exps. 12/2, 2001

**Schedule 1
Part 1**

Trademark Registrations

<u>Nature of Interest of (e.g., owner, licensee)</u>	<u>Registered Trademark</u>	<u>Registration Number</u>	<u>Int'l Class Covered</u>	<u>Goods or Services Covered</u>	<u>Date Registered</u>	<u>Country of Registration</u>
Radio One, Inc.	The Morning Posse	1,862,851	41	Entertainment in the nature of a radio program consisting of current musical hits	11/15/94	USA
Radio One, Inc.	Weekday Workforce	1,864,029	41	Entertainment in the nature of a radio program consisting of current musical hits	11/22/94	USA
Radio One, Inc.	Jammin' Seven At Seven	1,864,030	41	Entertainment in the nature of a radio program consisting of current musical hits	11/22/94	USA
Radio One, Inc.	Q Mix	1,865,021	41	Entertainment in the nature of a radio program consisting of current musical hits	11/29/94	USA
Radio One, Inc.	Majic Payroll	1,893,355	38	Radio Broadcasting Services	05/09/95	USA
Radio One, Inc.	The Station that Plays the Phat Jams	1,910,899	38	Radio Broadcasting Services	08/08/95	USA
Radio One, Inc.	1994 Gospel Festival	1,915,547	41	Entertainment exhibitions in the field of choir performances and competition	08/29/95	USA
Radio One, Inc.	92 Q Plays the Most Music	1,920,227	38	Radio Broadcasting Services	09/19/95	USA

<u>Nature of Interest of (e.g., owner, licensee)</u>	<u>Registered Trademark</u>	<u>Registration Number</u>	<u>Int'l Class Covered</u>	<u>Goods or Services Covered</u>	<u>Date Registered</u>	<u>Country of Registration</u>
Radio One, Inc.	Stone Soul Picnic	1,946,654	41	Education and entertainment in the nature of a festival to present the diverse and unique aspects of African American culture featuring musical performances	01/09/96	USA
Radio One, Inc.	Count the Jams Sweepstakes	2,005,368	41	Entertainment in the nature of on-going radio programs featuring contests among listeners	10/01/96	USA
Radio One, Inc.	The People's Expo	2,009,022	41	Educational and entertainment services, namely organizing and conducting expositions and festivals promoting education, health, wellness and cultural diversity	10/15/96	USA
Radio One, Inc.	The People's Expo w/a Design	2,052,412	41	Educational and entertainment services, namely organizing and conducting expositions and festivals promoting education, health, wellness and cultural diversity	04/15/97	USA
Radio One, Inc.	Afternoon Traffic Jam	2,100,581	41	Entertainment in the nature of a radio program consisting of traffic conditions for the commuting listeners	09/30/97	USA
Radio One, Inc.	The Premiere Solutions Provider	2,354,678	35	Promotional services for others, namely, promoting the goods and services of others through targeted marketing by placing advertisements and/or promotional announcements on radio stations	06/06/2000	USA

<u>Nature of Interest of (e.g., owner, licensee)</u>	<u>Registered Trademark</u>	<u>Registration Number</u>	<u>Int'l Class Covered</u>	<u>Goods or Services Covered</u>	<u>Date Registered</u>	<u>Country of Registration</u>
Radio One, Inc.	Stone Soul Picnic	1,946,654	41	Education and entertainment in the nature of a festival to present the diverse and unique aspects of African American culture featuring musical performances	01/09/96	USA
Radio One of Atlanta, Inc.	Check Yourself	2,223,883	41	Radio Broadcasting Services	02/16/99	USA

**Schedule 1
Part 2**

Trademark Applications

<u>Nature of Interest of (e.g., owner, licensee)</u>	<u>Trademark Application Relates to Following Trademark</u>	<u>Serial Number</u>	<u>Int'l Class Covered</u>	<u>Goods or Services Covered</u>	<u>Date of Application</u>	<u>Country of Applicatio n</u>
Radio One, Inc.	Marketing One	pending	pending	Radio Broadcasting Services	filed 10/02/98	USA
Radio One, Inc.	92Q Jams 92.3FM Q Card	pending	pending	Radio Broadcasting Services	filed 10/02/98	USA